

Hearing Date and Time: May 25, 2021 at 10:00 a.m. (Eastern Time)
Objection Date and Time: May 18, 2021 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|---|
| -----X | |
| In re | : |
| | : |
| SEARS HOLDINGS CORPORATION, <i>et al.</i>, | : |
| | : |
| | : |
| Debtors.¹ | : |
| -----X | |

**Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)**

**NOTICE OF HEARING ON INTERIM
APPLICATIONS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES ON MAY 25, 2021 AT 10:00 A.M.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that the hearing is to be held before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York 10601 (the “**Bankruptcy Court**”), on **May 25, 2021 at 10:00 a.m. (Eastern Time)**. The following applications for interim allowance of compensation for services provided, and reimbursement of expenses incurred (collectively, the “**Fee Applications**”) shall be considered:

| | Applicant | ECF No. | Period | Fees Requested | Expenses Requested |
|----|---|----------------|--------------------------------------|-----------------------|---------------------------|
| 1. | Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC and the Litigation Designees) | 9412 | November 1, 2020 – February 28, 2021 | \$1,721,849.50 | \$2,262,474.82 |
| 2. | FTI Consulting Inc. (Financial Advisor for the UCC) | 9415 | November 1, 2020 – February 28, 2021 | \$39,085.00 | \$0.00 |
| 3. | Herrick Feinstein LLP (Special Conflicts Counsel for the Committee of Unsecured Creditors) | 9410 | November 1, 2020 – February 28, 2021 | \$565,994.50 | \$1,133.20 |
| 4. | Moritt Hock & Hamroff LLP (Special Conflicts Counsel to the UCC) | 9408 | November 1, 2020 – February 28, 2021 | \$29,686.00 | \$503.08 |
| 5. | Paul E. Harner and Ballard Spahr LLP (Fee Examiner and Counsel to Fee Examiner) | 9420 | November 1, 2020 – February 28, 2021 | \$155,232.00 | \$700.75 |
| 6. | Prime Clerk LLC (Administrative Agent for the Debtors) | 9409 | November 1, 2020 – February 28, 2021 | \$3,617.28 | \$5,014.75 |
| 7. | Weil, Gotshal & Manges LLP (Attorneys for the Debtors) | 9416 | November 1, 2020 – February 28, 2021 | \$2,141,539.50 | \$143,450.70 |

PLEASE TAKE FURTHER NOTICE that the Fee Applications have been electronically filed with the Clerk of the Bankruptcy Court and, as such, may be examined and inspected by contacting the respective applicants or by accessing the Court’s website (<http://www.nysb.uscourts.gov>) or, without a fee, the website established by the Debtors’ Court-approved claims agent, Prime Clerk, LLC, in connection with these chapter 11 cases (<https://restructuring.primeclerk.com/sears>).

PLEASE TAKE FURTHER NOTICE that any responses or objections (“**Objections**”) to the Fee Applications shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 and the *Amended Order Implementing Certain Notice and Case Management Procedures*, dated November 1, 2018 (ECF No. 405), so as to be so filed and received no later than **May 18, 2021 at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objection to a Fee Application is received by the Objection Deadline, such Fee Application shall be deemed unopposed, and the Bankruptcy Court may enter an order granting such Application without a hearing.

Dated: April 22, 2021
New York, New York

/s/ Garrett A. Fail
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*